



JAI BALAJI INDUSTRIES LIMITED

CIN: L27102WB1999PLC089755

Registered Office : 5, Bentinck Street, Kolkata -700001

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Email : jaibalaji@jaibalajigroup.com;

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NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND THE APPLICABLE CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA]

Dear Member(s),

NOTICE is hereby given to the members of Jai Balaji Industries Limited ("the **Company**") pursuant to the provisions of Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the **Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the **Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings ('**SS-2**') issued by The Institute of Company Secretaries of India, each as amended, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA), Government of India (hereinafter collectively referred to as '**MCA Circulars**') and such other applicable laws, rules and regulations, the Special resolution as set out in this notice is proposed for approval of the members of the Company through postal ballot ("Postal Ballot") by way of remote e-voting only.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice, for your consideration.

In compliance with the aforesaid MCA Circulars this Postal Ballot Notice is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company/RTA/ Depositories and whose names appear in the Register of Members as on **Friday, 22nd September, 2023** (the "**Cut-off date**"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being dispatched to the Members for this Postal Ballot and members are requested to communicate their assent or dissent on the proposed resolutions through the remote e-voting system only.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder, and the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services Limited ('CDSL') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

The Notice of this Postal Ballot is also available on the website of the Company at www.jaibalajigroup.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd at www.nseindia.com and BSE Limited at www.bseindia.com respectively and also from the website of CDSL at www.evotingindia.com

The Board of Directors of the Company has appointed M/s. MKB & Associates, Company Secretaries in Practice, Kolkata (FRN:P2010WB042700), as the Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner in accordance with the provisions of the Act and the Rules framed thereunder.

Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m (IST) on **Monday, 30th October, 2023**. The remote e-voting facility will be disabled by CDSL immediately thereafter. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

Upon completion of the scrutiny of remote e-voting, the Scrutinizer will submit a report to the Chairman of the Company or any other person authorised by the Chairman. The results of the remote e-voting conducted through postal ballot shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed, within a period of 2 working days from the conclusion of the e-voting. The results would also be uploaded on the website of the Company at www.jaiblalajigroup.com.

The Resolution, if passed, with the requisite majority through Postal Ballot shall be deemed to have been passed, on the last date specified for e-voting i.e **Monday, 30th October, 2023**.

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable Rules under Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other applicable laws including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Foreign Exchange Management Act, 1999, Foreign Exchange Management (Debt Instruments) Rules, 2019, etc. and other foreign exchange regulation provisions in India, if applicable, as amended from time to time and other applicable SEBI regulations and guidelines and subject to the receipt of necessary approvals as may be applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to issue and allot secured/unsecured, redeemable, cumulative/non-cumulative, non-convertible debentures (NCD) or any other instrument/securities as may be permissible, whether listed or unlisted, up to Rs. 1,000 Crore (Rupees one thousand crore only) or equivalent in one or more tranches/series, through private placement, during a period of one year from the date of passing of this special resolution, in domestic and/ or in international markets i.e. in Indian rupees and/or in foreign currency for subscription for cash on terms and conditions based on evaluation by the Board of market conditions as may be prevalent from time to time as may be determined and considered proper and most beneficial to the Company, provided that the said borrowing shall be within the overall borrowing limits of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to:

- a. finalize the terms and conditions including the rate of interest, tenor and security cover thereof, the consideration of the issue, utilization of the issue proceeds and all matters connected to it;
- b. decide on the timing of each tranche, if any;
- c. decide on the persons to whom it can be issued, including companies, bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, credit funds, alternative investment funds, foreign institutional investors, Foreign Portfolio Investors, pension / provident funds and individuals or such other person / persons who are eligible to invest in the NCDs; and
- d. do all such acts, deeds and things which are required to be done by the Company for issuance of NCDs or as may be required by the authorities or the prospective investors, and give such directions as may be necessary and further to sign, execute and deliver such documents, deeds, instruments, writings, undertakings, etc. as may be deemed necessary, proper and desirable or expedient to give effect to the above Resolution and to do such other acts and deeds, which may be incidental to the above to give effect to the issuance of NCDs as well as creation of security for such NCDs."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or any Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

By order of the Board
Jai Balaji Industries Limited

Sd/-

Ajay Kumar Tantia
Company Secretary

Registered Office:
5, Bentinck Street,
Kolkata - 700 001

Place : Kolkata

Date : 28th September, 2023

Notes:

1. The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the Companies (Management and Administration) Rules, 2014 setting out material facts are annexed hereto and forms part of this Notice.
2. In terms of Section 110 of the Act read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the business set out in the Notice above is sought to be passed by postal ballot.
3. In accordance with the MCA circulars, the Company has sent this Postal Ballot Notice through electronic mode only to those Members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 22nd September, 2023 (“Cut-Off Date”)** as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) and whose e-mail address is registered with the Company/Depositories/Depositories Participants.
4. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is also clarified that all members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

5. The shareholders who have not yet registered their email address/phone no. are requested to get their email addresses/mobile no. registered as per the following procedure

For Physical Share holders	Provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by sending an email to the Company's Registrar and Share Transfer Agent (RTA) Maheshwari Datamatics Private Limited (MDPL) at mdpldc@yahoo.com and copy to the Company at jaibalaji@jaibalajigroup.com.
For Demat Shareholders	Update your email id & mobile no. with your respective Depository Participant (DP)
For Individual Demat Shareholders	Update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

6. Members may please note that the Postal Ballot Notice will also be available on the Company website at www.jaibalajigroup.com ; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd at www.nseindia.com and BSE Limited at www.bseindia.com respectively and also from the website of CDSL at www.evotingindia.com .
7. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically and has engaged Central Depository Services Limited (CDSL) for the same. The detailed procedure with respect to remote e-voting is mentioned in note no. 18 of this Notice.
8. The remote e-voting shall commence on **Sunday, 1st October, 2023, at 9.00 a.m. (IST)** and shall end on **Monday, 30th October, 2023, at 5.00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
9. The Board of Directors of the Company, appointed M/s. MKB & Associates, Company Secretaries in Practice, Kolkata (FRN:P2010WB042700), as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
10. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
11. The Resolutions, if passed by the requisite majority,, will be deemed to have been passed on the last date specified for remote e-voting i.e., Monday, 30th October, 2023.
12. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
13. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.jaibalajigroup.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd at www.nseindia.com and BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
14. The vote in this Postal Ballot cannot be exercised through proxy.
15. Once the vote on the resolution is casted, the members shall not be allowed to change it subsequently.
16. All the documents referred to in the accompanying Notice will be made available for electronic inspection without any fee by the Members of the Company from the date of dispatch of the Postal Ballot Notice till the last date of e-voting i.e 30th October, 2023. Members seeking to inspect such documents can send an email to jaibalaji@jaibalajigroup.com.
17. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary or emailed at jaibalaji@jaibalajigroup.com or any query pertaining to electronic voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33
18. **Instructions for shareholders for e-voting are as under:**

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

(i) **Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

Login method for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat

	account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

(ii) **Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

Login method for physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <Jai Balaji Industries Limited> on which you choose to vote.
- (vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address www.jaibalajigroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) and 110 OF THE COMPANIES ACT, 2013

In order to arrange funds for debt refinancing, capital expenditure, long term / short term working capital, organic and inorganic growth opportunities, general corporate purposes, the Board could consider issue of secured / unsecured, redeemable, cumulative/ non-cumulative / non-convertible debentures up to Rs. 1,000 crore or equivalent in one or more tranches / series, through private placement in domestic or in international markets i.e. in Indian rupees and / or in foreign currency.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, every issue of securities is required to be approved by the members of the Company by special resolution. Further, proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 permits the Company to pass a special resolution once in a year for offer or invitation of non-convertible debentures to be made during the year on a private placement basis in one or more tranches.

The resolution placed before the members is thus an enabling resolution giving authority to the Board of Directors / Committee thereof to decide upon the issue on such terms and conditions as may be prevalent from time to time for a year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The special resolution is accordingly recommended for approval of the members.

By order of the Board
Jai Balaji Industries Limited
 Sd/-
Ajay Kumar Tantia
Company Secretary

Registered Office:
 5, Bentinck Street,
 Kolkata - 700 001

Place : Kolkata

Date : 28th September, 2023